Form (2)

007 - A
5.1.2016

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 1060 / 2016 Date 5th January 2016

This Permit is issued by the Myanmar Investment Commission according to the section 13 (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. FUMIHIKO KONISHI

(b) Citizenship JAPANESE

(c) Address VILLA PRIMAVERA 51 JALAN JESSELTON, 10450 PENANG

(d) Name and Address of Principal Organization TEXCHEM FOOD SDN.BHD, LEVEL-18, MENARA BOUSTEAD PENANG,39,JALAN SULTAN AHMAD SHAH,10050 PENANG, MALAYSIA

(e) Place of incorporation MALAYSIA

(f) Type of Investment Business PROCESSING AND MARKETING OF MARINE PRODUCTS SUCH AS SOFT SHELL CRAB, PRAWNS AND HAMAGURI

(g) Place(s) at which investment is permitted PLOT NO- C.2+C.3, MYAY TAING BLOCK NO-579, KYAUK HMAW YWAR KWIN, THAZIN STREET, WARD NO.1, LABUTTA MYOTHIT, LABUTTA DISTRICT, AYEYAWADY REGION

(h) Amount of Foreign Capital US$ 1.90 MILLION

(i) Period for Foreign Capital Brought in WITHIN 1 YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total Amount of Capital (Kyat) EQUIVALENT IN KYAT OF US$ 2.00 MILLION (INCLUDING US$ 1.90 MILLION)

(k) Construction period 24 MONTHS

(l) Validity of Investment Permit 50 YEARS

(m) Form of Investment JOINT VENTURE

(n) Name of Company Incorporated in Myanmar TEXCHEM MARINE LABUTTA LIMITED

Chairman

The Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-2/ FI- 138/ 2016(007-A) Tel: 01-658127

Date : 5th January 2016 Fax: 01-658136

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Processing and Marketing of Marine Products such as Soft Shell Crab, Prawns and Hamaguri" under the name of Texchem Marine Labutta Limited**

Reference: Texchem Marine Labutta Limited Letter dated (3-11-2015)

1. The Myanmar Investment Commission, at its meeting (22/2015) held on (11-12-2015) had approved the proposal for investment in "Processing and Marketing of Marine Products such as Soft Shell Crab, Prawns and Hamaguri" under the name of "Texchem Marine Labutta Limited" submitted as a joint venture by Texchem Food Sdn. Bhd (65%) from Malaysia, E-Sprint Co.,Ltd. (30%) from Brunei Darussalam and Mascot Industries Company Limited (5%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Republic of the Union of Myanmar Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (fifty) years and extendable for 10 (ten) years in two times commencing from the date of the issuance of Myanmar Investment Commission permit. The term of the lease shall be 50 (fifty) years commencing from the date of signing of the Land Lease Agreement and extendable for 10 (ten) years in two times by mutual

agreement between Mascot Industries Company Limited and Texchem Marine Labutta Limited for 3.764 acres of land.

4. The annual rent for the land shall be Kyat 19,421,284.50 calculated at the rate of Kyat 1,275 per square meter per year of the total land measuring 15,232.38 square metres (3.764 acres). The rate of the rent shall be revised in view of prevailing land and building lease rates after every 5(five) year period and the increase of the rent shall not be more than 5% of the preceding annual rent. On the expiry of the Lease period, Texchem Marine Labutta Limited shall transfer the leased land and building to the Lessor within 90 (ninety) days in good condition, ground damages having been refilled or repaired.

5. In issuing this "Permit," the Commission has granted the following exemptions and reliefs as per section 27 (a), (h), (i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section-27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instrument, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during period of construction of business;

(c) As per section-27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section-27(k), exemption or relief from commercial tax on the goods produced for export;

6. Texchem Marine Labutta Limited shall have to sign the Lease Agreement for land and building with Mascot Industries Company Limited. In addition, Mascot Industries Company Limited shall have to sign the Joint Venture Agreement with Texchem Food Sdn. Bhd. and E-Sprint Co.,Ltd. After signing such Agreements, (5) copies of each shall have to be forwarded to the Commission.

7. Texchem Marine Labutta Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Texchem Marine Labutta Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. Texchem Marine Labutta Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be granted more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Texchem Marine Labutta Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their manufacturing business and report to the Commission in accordance with Foreign Investment Rule 97.

13. Texchem Marine Labutta Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and the Texchem Marine Labutta Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency.

16. Whenever Texchem Marine Labutta Limited brings in foreign capital defined under Chapter I, section-2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Texchem Marine Labutta Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of

local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient documents in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Texchem Marine Labutta Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Texchem Marine Labutta Limited shall carry out as per instructions made by Ministry of Livestock, Fisheries and Rural Development to comply with Good Manufacturing Practice (GMP).

20. Texchem Marine Labutta Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and be abided by the environmental policy, Environmental Conservation Law and other environment related rules and procedures.

21. After getting permit from Myanmar Investment Commission, Texchem Marine Labutta Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. Texchem Marine Labutta Limited shall have to abide by the Fire Services Department"s rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made either out of the local sales or from export earnings of Texchem Marine Labutta Limited.

24. Texchem Marine Labutta Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)

Chairman

Managing Director

Texchem Marine Labutta Limited

cc: 1. Office of the Government of the Republic of the Union of Myanmar

2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Livestock, Fisheries and Rural Development
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Industry
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development

12. Ministry of Labour, Employment and Social Security
13. Central Bank of Myanmar
14. Office of the Ayeyawady Region Government
15. Director General, Department of Environmental Conservation
16. Director General, Department of Fisheries
17. Director General, Immigration and National Registration Department
18. Director General, Directorate of Industrial Supervision and Inspection
19. Director General, Directorate of Trade
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Director General, Directorate of Investment and Company Administration
23. Director General,Department of Urban and Housing Development.
24. Director General, Directorate of Labour
25. Director General, Fire Service Department
26. Managing Director, Myanma Electric Power Enterprise
27. Managing Director, Myanma Foreign Trade Bank
28. Managing Director, Myanma Investment and Commercial Bank
29. Managing Director, Myanma Insurance
30. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI).

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၁၀၆၀/၂၀၁၆ ၂၀၁၆ ခုနှစ်၊ ဇန်နဝါရီလ ၁ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြား ရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ(ခ)အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် MR. FUMIHIKO KONISHI

(ခ) နိုင်ငံသား JAPANESE

(ဂ) နေရပ်လိပ်စာ VILLA PRIMAVERA 51 JALAN JESSELTON, 10450 PENANG

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ TEXCHEM FOOD SDN.BHD, LEVEL-18, MENARA BOUSTEAD PENANG,39,JALAN SULTAN AHMAD SHAH,10050 PENANG, MALAYSIA

(င) ဖွဲ့စည်းရာအရပ် MALAYSIA

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေထွက်ကုန်ပစ္စည်းများ ဝယ်ယူပြီး စနစ်တကျ ပြုပြင်စီမံ ထုတ်လုပ် ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ်-C.2+C.3၊ မြေတိုင်းရပ်ကွက် အမှတ်- ၅၇၉၊ကျောက်မော်ရွာကွင်း၊ သဇင်လမ်း၊၁ရပ်ကွက်၊လပွတ္တာမြို့သစ်၊လပွတ္တာခရိုင်၊ ဧရာဝတီတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၁.၉၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိသည့်နေ့မှ (၁) နှစ်အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂.၀၀ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၁.၉၀ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၂၄ လ

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် TEXCHEM MARINE LABUTTA LIMITED

ဥက္ကဋ္ဌ

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်